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April 27, 1999

RECORDATION NO. *22126*

FILED

APR 27 '99

2-30PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Q.L.
Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are six (6) copies of a Memorandum of Equipment Trust Agreement, dated as of April 15, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Trustee: The Bank of New York
10161 Centurion Parkway
Jacksonville, Florida 32256

Railroad: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is:
set forth on Schedule A attached to the Equipment Trust Agreement

Mr. Vernon A. Williams
April 27, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

APR 27 '99

2-30PM

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT dated as of April 15, 1999, between THE BANK OF NEW YORK, a New York banking corporation, as trustee (hereinafter called the **Trustee**), and CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called the **Railroad**).

WHEREAS the Trustee and the Railroad are entering into that certain Equipment Trust Agreement dated as of the date hereof (hereinafter called the **Agreement**), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of CSX Transportation, Inc., shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the Trustee and the Railroad wish to show for the public record (a) the ownership of the said railroad equipment by the Trustee, as trustee under the Agreement, as security for the obligations of the Railroad under the Agreement and the equipment trust certificates issued thereunder, and (b) the leasehold interest of the Railroad in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE BANK OF NEW YORK, trustee

by

Sharon L. Atkinson
SHARON L. ATKINSON

CSX TRANSPORTATION, INC.

by

[Signature]

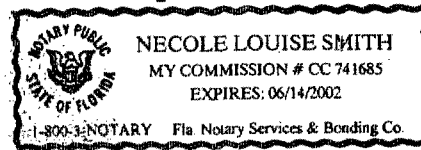
STATE OF FLORIDA

COUNTY OF DUVAL

SS.:

On this 20th day of April, 1999, before me personally appeared Sharon L. Atkinson, to me personally known, who, by me being duly sworn, says that she is an authorized agent for THE BANK OF NEW YORK, and that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Nicole Louise Smith
Notary Public



My commission expires

STATE OF FLORIDA

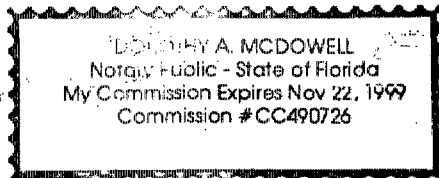
COUNTY OF DUVAL

SS.:

On this 19th day of April, 1999, before me personally appeared Denis J. Voisard, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of CSX TRANSPORTATION, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy A. McDowell
Notary Public

My commission expires



SCHEDULE A
(Equipment Trust Agreement dated as of April 15, 1999)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
24	General Electric model AC6000, (CSXT designation CW60AC) 6000 horsepower, six-axle, diesel-electric locomotives	CSXT	603--626
175	110-ton coil steel gondola cars, manufactured by Thrall Car Manufacturing Company	CSXT	495550-- 495724
279	Fully-enclosed, bi-level autoracks, manufactured by Thrall Car Manufacturing Company		B1920--B2164, B2166--B2199
20	Fully-enclosed, tri-level autoracks, manufactured by Thrall Car Manufacturing Company		T9213--T9232